

# ITEL

## **Itel Rail Corporation**

55 Francisco Street  
San Francisco, California 94133  
(415) 984-4000

February 27, 1987

RECORDATION NO. 15146-C Filed & Recorded

MAR 2 1987 10:35 AM

3/2/87  
Fee \$ 10.00  
ICC Washington, D. C.

Hon. Noreta R. McGee  
Secretary

Interstate Commerce Commission INTERSTATE COMMERCE COMMISSION  
Washington, DC 20423

Re: Consent by Canadian National Railways to Assignment dated as of December 15, 1986, by McCloud River Railroad Company of the Assignment Agreement dated as of November 4, 1986, between McCloud River Railroad Company and Canadian National Railways, to the Connecticut Bank and Trust Company, as Trustee, under a Trust Agreement dated as of May 1, 1979, with General Electric Credit Corporation

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument in seven (7) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. §11303(a), along with a check in the amount of \$30 covering the recordation fees.

Please record this Consent under the Sublease Agreement dated as of December 15, 1986, between Green Bay & Western Railroad Company and McCloud River Railroad Company, which was filed with the ICC on January 8, 1987, and given Recordation No. 15146. Please cross-index this Assignment to the Lease Agreement dated as of March 8, 1979, between Itel Rail Corporation and Green Bay & Western Railroad Company, which was filed with the ICC on May 10, 1979, and given Recordation No. 10362. Also, please cross-index this Assignment to the Lease of Railroad Equipment, dated as of May 1, 1979, between Connecticut Bank and Trust Company and Itel Corporation, Rail Division (as predecessor in interest to Itel Rail Corporation), which was filed with the ICC on June 7, 1979, and given Recordation No. 10461.

The parties to the aforementioned instrument are listed below:

Canadian National Railways (Assignee)  
935 de la Gauchetiere Street West  
Montreal, Quebec H3B 2MB  
Canada

The Connecticut Bank and Trust (Trustee)  
One Constitution Plaza  
Hartford, Connecticut 06115

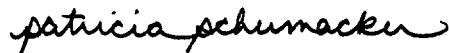
Attention: Corporate Trust Department

Hon. Noreta R. McGee  
February 10, 1987  
Page Two

This Assignment covers seventy-five (75) 50'7", 70-ton, Plate C boxcars subleased to the McCloud River Railroad Company ("MR"), which boxcars bear reporting marks MR 178882-178956.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the fee receipt and a letter from the ICC acknowledging this filing.

Very truly yours,

A handwritten signature in cursive script, reading "patricia schumacker".

Patricia Schumacker  
Legal Department

:ps  
Enclosures

cc: Robert Kiehnle  
Marianne Ledda

CONSENT

MAR 2 1987 10:35 AM

## INTERSTATE COMMERCE COMMISSION

The undersigned, Canadian National Railways ("Canadian National"), assignee under the CN Assignment Agreement referred to in the foregoing Assignment (hereinafter called the "GECC Assignment"), hereby acknowledges receipt of a copy of the GECC Assignment, and consents to all the terms and conditions of the GECC Assignment and agrees that:

(1) The Connecticut Bank and Trust Company, as Trustee (the "Trustee") shall be entitled to the benefits of, and to receive and enforce performance of, all the covenants to be performed by Canadian National under the CN Assignment Agreement as though the Trustee were named herein as the assignor;

(2) The Trustee shall not, by virtue of the GECC Assignment or this consent and Agreement, be or become subject to any liability or obligation under the CN Assignment Agreement or otherwise; and

(3) Canadian National's rights in the Units of Equipment set forth in Schedule I hereto (the "Units") shall be subject and subordinate to the rights of the Trustee under the Lease of Railroad Equipment dated as of May 1, 1979 (the "Lease") between the Trustee and Itel Corporation, Rail Division (predecessor to Itel Rail Corporation, hereinafter "Itel Rail"), i.e., upon notice to Canadian National from the Trustee that an Event of Default has occurred and is continuing under the Lease, all rents and other amounts payable under the CN Assignment Agreement to Itel Rail shall be made directly to the Trustee and/or the Units may be returned to the Trustee.

This Consent may be executed in several counterparts, each of which when so executed shall be deemed an original, and such counterparts together shall constitute one and the same instrument.

This Consent, when accepted by the Trustee by signing the acceptance at the foot hereof, shall be deemed to be a contract under the laws of the State of New York and, for all purposes, shall be construed in accordance with the laws of said State.

## CANADIAN NATIONAL RAILWAYS

By R. J. LugginsTitle Assistant Vice PresidentDate Feb 03 1987

(Seal)

Accepted:

THE CONNECTICUT BANK AND TRUST  
COMPANY, not in its individual  
capacity, but solely as Trustee,  
under a Trust Agreement dated as  
of May 1, 1979 with General  
Electric Credit Corporation.

By [Signature]Title ASSISTANT VICE PRESIDENTDate 2/27/87

SCHEDULE I

EQUIPMENT SCHEDULE NO. 2

McCloud River Railroad Company hereby assigns the following Boxcars to Canadian National Railways subject to the terms and conditions of that certain Assignment Agreement dated as of 11-4, 1986.

| A.A.R.<br>Mech.<br>Desig. | Description   | Numbers              | Length | Dimensions      |        | Doors<br>Width | No.<br>of<br>Cars |
|---------------------------|---|----------------------|--------|-----------------|--------|----------------|-------------------|
|                           |   |                      |        | Inside<br>Width | Height |                |                   |
| XP                        | 70-ton<br>Plate C<br>Boxcars<br>lading anchors,<br>continuous | MR 178882-<br>178956 | 50'7"  | 9'6"            | 11'    | 10'<br>Plug    | 75                |

MC CLOUD RIVER RAILROAD COMPANY

By: Paul A. Zale

Title: PRESIDENT

Date: 11-4-86

CANADIAN NATIONAL RAILWAYS

By: R. Huggins

Title: Asst. Chief of Mgmt. Cn

Date: Nov. 7- 1987

PROVINCE OF Quebec )  
District Montreal ) ss:  
COUNTY OF Montreal )

On this 4<sup>th</sup> day of February, 1987, before me personally came R.F. Ruggiero to me known, who, being by me duly sworn, did depose and say that he is the Post Chief of Transp. Can. Mgmt of CANADIAN NATIONAL RAILWAYS, one of the parties described in and which executed the above instrument; that the execution of the above instrument was duly authorized by the board of directors of Canadian National Railways; and that he signed his name thereto pursuant to like authority.

M.J. Phippard  
Notary Public

M.J. PHIPPARD  
Commissioner for Oaths  
Commissaire à l'Assermentation  
District-Montreal  
Expires December 12, 1988

STATE OF CONNECTICUT )  
COUNTY OF HARTFORD ) ss:

On this 26 day of Feb, 1987, before me personally came Euse Amato to me known, who, being by me duly sworn, did depose and say that she is the ASSISTANT VICE PRESIDENT of THE CONNECTICUT BANK AND TRUST CO. N.A. one of the parties described in and which executed the above instrument; that the execution of the above instrument was duly authorized by the board of directors of THE CONNECTICUT BANK AND TRUST CO. N.A. and that she signed his name thereto pursuant to like authority.

Ruth A. Smith  
Notary Public

RUTH A. SMITH  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 1989